

Policy / Process Note Information	
Policy Name	<i>Policy for procedure of Inquiry in Case of Leak of Unpublished Price Sensitive Information (“UPSI”) in terms of Regulation 9A of SEBI (Prohibition of Insider Trading) Regulations, 2015</i>
Last Recommended / Reviewed by Committee of Board (CoB), if any	<i>Last approved by ACM on Friday May 24, 2019</i>
Last Approved / Reviewed by Board of Directors, if any	<i>Last approved by Board of Directors on Friday May 24, 2019</i>
Recommended by Committee of Board (CoB), if any	<i>Approved by the ACM scheduled to be held on 10th June 2021</i>
Approved by Board of Directors, if any	<i>Approved by Board of Directors on 10th June 2021</i>
Effective Date	<i>10th June 2021</i>

1. BACKGROUND

Pursuant to regulation 9A of SEBI (Prohibition of Insider Trading) Regulations, 2015 (the ‘Regulations’) mandates every listed company to formulate a written policy and procedure for inquiry in case of leak of Unpublished Price Sensitive Information (‘UPSI’) or suspected leak of UPSI (the ‘Policy’) and initiate appropriate inquiries on becoming aware of leak or suspected leak of UPSI and inform the Securities Exchange Board of India (SEBI) and the Stock Exchanges promptly of such leaks, inquiries and results of such inquiries. In this regard, Board of Directors of Intec Capital Limited has laid down this policy.

2. APPLICABILITY

This policy is shall be applicable with effect from April 1, 2019.

3. OBJECTIVES

- (i) To strengthen the internal control systems to prevent the leak of UPSI.
- (ii) To restrict and prohibit the practice of un-authorised sharing of UPSI.
- (iii) To curb the un-ethical practices of sharing UPSI by the Insiders including the employees, designated persons, or any other persons as may be determined on a case to case basis by the Committee with any person, firm, company or body corporate.
- (iv) To penalise and / or take disciplinary actions, over and above the actions as may be initiated by SEBI, against any Insider who has been in breach of this policy.

4. SCOPE

The Policy shall be applicable to all the Insiders.

5. Definitions

- (i) **“Audit Committee”** means the Audit Committee constituted by the Board of Directors of the Companies in accordance with Section 177 of the Companies Act, 2013 & Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).
- (ii) **“Board”** means the Board of Directors of the Company.
- (iii) **“Company”** means Intec Capital Limited (ICL)

- (iv) **“Code”** means the Intec Capital Limited “Insider Trading Code of Conduct for Listed Company for Regulating, Monitoring and Reporting of Trading by Insiders / Designated Persons” of Intec Capital Limited.
- (v) **“Compliance Officer”** means the person as defined in Code.
- (vi) **“Chief Investors Relations Officer” (CIO)** means Compliance Officer of the Company appointed by the Board of Director
- (vii) **“Leak of UPSI”** means communication of information which is/deemed to be UPSI by any person, who is in possession of UPSI, to any other person, directly or indirectly, overtly or covertly, or in any manner whatsoever, except for legitimate purposes, performance of duties or discharge of legal obligations after following the due process prescribed in this behalf in the Code of Practices Fair Disclosure of the Company and /or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.
- (viii) **“Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- (ix) **“Suspect”** means the person or persons against or in relation to whom an inquiry is initiated in case of leak or suspected leak of UPSI
- (x) **“Structured Digital Database”** shall mean the database maintained by the Company in accordance with clause 3(5) of the Regulations.
- (xi) **“Support Staff”** shall include IT staff, Finance staff or secretarial staffs who have access to unpublished price sensitive information.
- (xii) **“Unpublished Price Sensitive Information” (“UPSI”)** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
 - (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel; and
 - (vi) material events in accordance with the listing agreement
 - (vii) such other information as determined by the Board of Directors / Managing Director / Company Secretary /Chief Compliance Officer / Chief Financial Officer (CFO) from time to time. (Regulation 2(1)(n))

6. SHARING OF UPSI

- (i) A person who is covered under the Code and who is in possession of or having access to the UPSI, shall share the UPSI only for legitimate purposes, performance of duties or discharge of legal or statutory obligations, in adherence to the Code.
- (ii) When any UPSI is shared, it must be recorded in the Structured Digital Database of the Company in the manner as prescribed in the Code.
- (iii) Any non-compliance with sub clauses above will be construed as leakage of UPSI.

7. CONSTITUTION OF ENQUIRY COMMITTEE

The Board of Directors or any Committee authorized by them in this behalf, shall constitute a committee to be called as “Enquiry Committee”. The Enquiry Committee shall consist of minimum 3 (three) Members which shall include Managing Director, Chief Financial Officer and Chief Investor Relation Officer and any other person nominated by Managing Director.

If any member of enquiry Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and other members of Inquiry Committee should deal with the matter on hand.

8. DUTIES OF ENQUIRY COMMITTEE:

The Inquiry Committee shall be responsible:

- (i) to conduct inquiry to ascertain the truth or otherwise, contained in the information or complaint pertaining to the actual or suspected leak of UPSI;
- (ii) to authorise any person(s) to collect necessary evidence;
- (iii) to keep the identity of the Suspect confidential till the completion of inquiry unless it is essentially required for the purpose of investigation;
- (iv) to provide opportunity of being heard to the Suspect, during the inquiry proceedings; and
- (v) to notify the Suspect of the allegations at the outset of an internal investigation and provide him with the opportunity to represent his case himself and submit evidence.

9. DUTIES OF CHIEF INVESTOR RELATIONS OFFICER (CIO)

The CIO shall be responsible to;

- (i) Oversee the Compliance of this policy.

- (ii) Report the incident of actual or suspected leak of UPSI to the Securities and Exchange Board of India (SEBI).
- (iii) Intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges.
- (iv) To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Enquiry committee.

10. DISCLOSURE OF ACTUAL OR SUSPECTED LEAK OF UPSI TO STOCK EXCHANGES:

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the **CIO** shall ensure that the same shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed in the format as set out in **"Annexure A"** to this policy.

11. REPORT OF ACTUAL OR SUSPECTED LEAK OF UPSI TO SEBI

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the **CIO** shall ensure that a report on such actual or suspect leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly made to the SEBI in the format as set out in **"Annexure B"** to this policy.

12. Relevant intermediaries and fiduciaries shall co-operate with the listed company related to inquiry of Leak of UPSI

If an inquiry has been initiated by a listed company in case of leak of UPSI or suspected leak of UPSI, the relevant intermediaries and fiduciaries shall co-operate with the listed company in connection with such inquiry conducted by listed company.

13. PROCEDURE FOR ENQUIRY IN CASE OF LEAK OF UPSI:

(i) Source of information relating to leak of UPSI

The Ethics Counsellor/Chairman of Audit Committee may on becoming aware suo moto or on receipt of a written intimation of leak or suspected leak of UPSI from:

- ☐ the Suspect
- ☐ any other person, including employees of the Company
- ☐ regulators

follow the below mentioned procedure in order to inquire and/or investigate the matter.

(ii) Preliminary Inquiry:

The object of preliminary inquiry is fact-finding, to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available

material in support of the allegations, and thereafter to decide whether there is justification to initiate further investigation/inquiry.

The Ethics Counsellor /Chairman of Audit Committee shall forthwith forward such intimation to Compliance Officer. The said inquiry shall be completed within 3 working days from the date of receipt of such intimation and report thereof shall be circulated to the Chairman of Audit Committee/CEO/CFO and Compliance Officer.

(iii) Intimation of Leak or suspected Leak of UPSI

If in the opinion of Chairman of Audit Committee/CEO/CFO and Compliance Officer, the preliminary inquiry report warrants further investigation, the same shall be submitted to:

- ☐ The Board of Directors
- ☐ Inquiry Committee for detailed investigation

The Compliance Officer shall simultaneously intimate SEBI about such Leak or suspected Leak of UPSI.

(iv) Investigation by Inquiry Committee

Upon receipt of the report of the preliminary inquiry and all other supporting documents, the Inquiry Committee is required to initiate the investigation. The said investigation shall be completed within 15 working days from the date of receipt of report of the preliminary inquiry. The Inquiry Committee’s investigation report shall be submitted to the Audit Committee and summary report shall be submitted to Board immediately, and such report shall also be submitted to SEBI simultaneously.

14. POWERS OF THE INQUIRY COMMITTEE

For purpose of conducting inquiry, the Inquiry Committee may:

a) call upon

- such employees/individuals to seek clarification or information pertaining to the leak.
- persons / members of committees involved in generation of the original data for purpose of determination of key figures pertaining to financial figures.
- persons involved in the consolidation of the figures for the financial results.
- persons involved in the preparation of board notes and presentations.
- persons involved in dissemination of information relating to financial results in the public domain.
- any other persons who had access to the information.

- any market intermediaries, fiduciaries and other person/ entities who have access to UPSI for inquiry conducted for leak of such UPSI.

- b) at its discretion, invite external investigators/experts.
- c) take necessary actions including sending the Suspect on leave, restrict physical access to the office premise, freeze access to systems, electronic devices, emails, etc., during the pendency of the investigations for fair conduct of the proceedings.
- d) keep the identity of the Suspect confidential till the completion of inquiry unless it is essentially required for the purpose of investigation.
- e) notify the Suspect of the allegations at the outset of internal investigation and provide him opportunity to represent his case and submit evidence.
- f) do all such acts, deeds, matters and things as are necessary for the purpose of conduct of internal investigation.

15. Rights and Obligations of the Suspect

a) The Suspect shall-

- co-operate with the Inquiry Committee during the investigation process.
- have a right to consult with a person or persons of their choice, other than members of Inquiry Committee.
- right to be informed of the outcome of the investigation

b) The Suspect(s) has the responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coached, threatened or intimidated by the Suspects.

c) Unless there are compelling reasons not to do so, Suspects will be given the opportunity to respond to material findings contained in investigation report. No allegation of wrongdoing against a Suspect shall be considered as maintainable unless there is good evidence in support of the allegation.

Any member of enquiry committee on becoming aware of suo moto or otherwise, of actual or suspected leak of Unpublished Price Sensitive Information of the Company by any promoter, director, key managerial person, Insider, employee, designated person, support staff or any other known or un-known person, after informing the same to the Managing Director, shall follow the below mentioned procedure in order to enquire and/or investigate the matter to ensure:-

(a) Preliminary Enquiry:

The object of preliminary inquiry is to establish prima facie case based on the information or complaint about leak or suspected leak of UPSI. The Inquiry Committee shall ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and collect necessary available material in support of the allegations, and thereafter decide whether there is justification to initiate further inquiry. In the event, the Inquiry Committee considers the complaint or information baseless or

frivolous, it shall dismiss the Inquiry. The Compliance Officer shall intimate SEBI and the Stock Exchanges about such Leak or suspected Leak of UPSI.

Preliminary enquiry is a fact-finding exercise. The object of preliminary enquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark on any disciplinary action.

The Enquiry Committee shall appoint and/or authorize any person(s), as it may deem fit, to initiate/conduct an enquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI.

(b) Report of Preliminary Enquiry to the Enquiry Committee:

The Person(s) appointed/authorized to enquire the matter of actual or suspected leak of UPSI submit his/her report to the Enquiry Committee within seven (7) days from the date of his appointment on this behalf or such extended time as approved by Enquiry Committee.

(c) Disciplinary Action:

The Disciplinary action(s) shall include, wage / salary freeze, suspension, recovery, termination of employment contract/agreement etc., as may be decided by the Members of the Enquiry Committee.

(ii) AMENDMENT

- a. The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.
- b. On behalf of Board of Directors, the Managing Director is allowed to change in case urgency of change and implementation of policy and subsequently get the policy ratified by the Board of directors
- c. In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.
- d. This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

Annexure A

FORMAT FOR INTIMATION OF ACTUAL OR SUSPECTED LEAK OF UPSI TO THE STOCK EXCHANGES

To
BSE Limited
P. J. Towers, Dalal Street,
Fort, Mumbai – 400 001
Ref.: BSE Scrip Code No.

Dear Sir / Madam,

Sub: Intimation of actual or suspected leak of UPSI pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows; Name of Offender, if known

Name of Offender, if known	
Name of Organization	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company? If yes, narration of the same	Yes/No

Request you to kindly take the aforementioned on your records.

Thanking you,
Yours faithfully

For Intec Capital Limited
Compliance Officer

Annexure B

FORMAT FOR REPORTING ACTUAL OR SUSPECTED LEAK OF UPSI TO THE SEBI

To,
Securities and Exchange Board of India
Plot No. C 4-A, G Block,
Near Bank of India, Bandra Kurla Complex,
Bandra East, Mumbai – 400 051
Ref.: BSE Scrip Code No.

Dear Sir / Madam,

Sub: Report of actual or suspected leak of UPSI pursuant to regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015

Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

Name of Offender, if known	
Name of Organization	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company? If yes, narration of the same	Yes/No

Request you to kindly take the aforementioned on your records.

Thanking you,
Yours faithfully

For Intec Capital Limited
Compliance Officer